

## John J. Klusaritz

### Partner

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John J. Klusaritz is a partner and business lawyer with Foley & Lardner LLP where he primarily represents clients in mergers and acquisitions, finance transactions, joint ventures and related complex commercial transactions. He is a member of the firm's Transactional & Securities Practice as well as the Energy Industry Team.

John's clients and the corporate transactions where he has provided representation are in a wide variety of industries including energy, telecommunications, infrastructure and media, technology (including cyber security and cyber intelligence), government contracting, REITS and construction.

With regard to the energy, telecommunication, technology, and government contracting industries, John has worked with clients in these industries for more than 25 years and has significant experience with the legal and business issues unique to these industries. John also has significant relationships with investment banks, private equity funds, family office investor groups, and other financial institutions that engage in financing and merger transactions in these industries.

In the energy industry, John has represented large electric utilities, private equity funds, financial institutions, renewable and conventional power project developers, transmission developers, and gas pipeline companies in a wide range of financings (including corporate level debt, project finance, back leverage finance, and tax equity financings-including partnership "flip," sale/leasebacks, and sales of tax credits under the IRA), mergers and acquisitions and development transactions. These include acquisitions, dispositions, joint ventures, finance transactions, and other complex commercial arrangements relating to conventional power generation, hydroelectric power, renewable energy (including solar, wind, biomass and fuel cell), transmission, midstream, local gas distribution, and gas pipelines.

John has represented companies operating in virtually every sector of the communications and related technology industries, including owners and operators of data centers, cellular tower companies, unified communications providers, cloud services providers, other telecom service providers, technology

developers and private equity funds and other investor groups.

## **Representative Experience**

### **Energy, Project Finance, Infrastructure**

- Represented FuelCell Energy, public company engaged in manufacture and development of renewable energy fuel cell power, in combined senior back leverage and subordinated back leverage financing with a consortium of lenders relating to FuelCell Energy's renewable energy power project located at the United States submarine base in Groton, Connecticut.
- Represented Basalt Infrastructure Partners, private equity group, in connection with creation of additional fund and investment, together with consummating related tax equity and back leverage financings for Habitat Solar, a residential solar portfolio across United States.
- Represented Hull Street Energy, private equity group, in sale of Foundation Solar Partners to Birch Creek Energy.
- Represented FuelCell Energy in a term loan and letter of credit financing facility with a consortium of lenders including Investec, Bank of Montreal, Amalgamated Bank, Liberty Bank, and Connecticut Greenbank, secured by FuelCell Energy's assets and interests in a series of renewable energy fuelcell power projects.
- Represented Common Energy, aggregator in the community solar industry, in series of financing transactions.
- Represented developer and owner of renewable energy projects in a sale of investment tax credits and production tax credits to a renewable energy equity group pursuant to the Inflation Reduction Act.
- Represented developer of hydro-electric projects in equity financing/recapitalization transaction.
- Representing joint venture of hydro electric developer and private equity fund in acquisition of bonds secured by hydro-electric projects in Midwest.
- Represented Basalt Infrastructure in acquisition of residential solar energy portfolio from Ares Management private equity funds.
- Represented FuelCell Energy in tax equity "flip partnership" financing with East West Bank for U.S. Navy submarine base fuel cell renewable energy project and related restructuring of project agreements.
- Represented FuelCell Energy in series of sale and leaseback tax equity financing transactions for various fuel cell projects.
- Represented renewable energy developer in sale and leaseback tax equity financing transaction for renewable energy project in Southern California.
- Represented Ares Management private equity fund in disposition of hydroelectric projects in Northern California.
- Represented private equity fund in investment in solar projects in Puerto Rico.
- Represented power company in sale of several biomass renewable energy projects in Northern California.
- Represented FuelCell Energy, in US\$200m project financing with Orion Energy Partners.

- Represented NovaSource Power Services (and its parent, Clairvest private equity) in acquisition of First Solar's O&M solar business.
- Representing energy developer in sale of hydroelectric project to private equity fund.
- Represented Ares Management private equity funds in sale of hydroelectric energy projects in Michigan and Wisconsin to Eagle Creek Renewable Energy.
- Represented private equity fund in joint venture with project developer regarding development and financing of community solar projects.
- Representing project developer as project counsel in development, financing and construction of natural gas combined cycle plant being developed in New Mexico.
- Represented FuelCell Energy in acquisition from Dominion Energy of fuel cell project in Bridgeport, Connecticut including in senior and junior layers of financing associated with such acquisition.
- Represented FuelCell Energy in consummation of financing transaction with Fifth Third Bank relating to the construction of fuel cell project on the U.S. Navy Base in Groton, Connecticut Represented California based developer of renewable energy projects in sale of joint venture interest to third party.
- Representing private equity fund in sale of hydro-electric project in California.
- Represented Pacific Gas and Electric Company in negotiation and formation of alliance with Transcanyon, LLC (a joint venture of Berkshire Hathaway Energy and Pinnacle West Capital) to jointly pursue competitive transmission projects in CAISO.
- Represented Ares Management private equity funds in sale of energy projects in North and South Carolina to New Energy Capital.
- Represented Ares Management private equity funds and Northbrook Power in sale of hydroelectric projects located near the Allegheny River in Western Pennsylvania to Public Sector Pension Investment Board, Canadian pension group.
- Represented joint venture (of developer and private equity funds) in various energy storage projects in California.
- Represented independent power project development in joint venture regarding development of power projects in California.
- Represented KDC Agribusiness, New Jersey based developer of facilities utilizing new clean technology for the conversion of food waste into organic fertilizer and animal feed, in a series of joint ventures and equity financing transactions.
- Represented FuelCell Energy, Connecticut based public company involved in manufacture and development of fuel cell powered energy projects, in financing transaction with Hercules Capital Represented Ares Management private equity funds in sale of MoGas Pipeline (Illinois and Missouri natural gas pipeline company) to CorEnergy Infrastructure Trust, publicly traded REIT.
- Represented Pacific Gas & Electric Company in joint ownership, development and construction transaction with Berkshire Hathaway and Citizens Energy Corporation regarding the Central Valley Power Connect transmission system in Northern California.
- Represented Energy Investors Funds, private equity group, in acquisition of various hydroelectric companies (and projects) in Northeast United States.

- Represented Atlantic Grid Development Company in financing joint venture with Google, Marubeni Power, and Good Energies regarding the financing, construction, and ownership of Atlantic Wind Connection — multi-segment US\$16bn transmission system to be located off the coast of Middle Atlantic States.
- Represented various private equity funds in auction bids to acquire transmission assets including Neptune and Path 15.
- Represented various private equity funds in auction bids to acquire companies (and/or energy projects) including: (i) to acquire the 1,600 MW Midland Cogeneration Facility in Midland, Michigan; (ii) to acquire approximately 2,800 MW of gas fired power projects located in the State of Georgia; (iii) to acquire hydroelectric company (and related projects) in upstate New York; (iv) to acquire entity owning approximately 1,128 MW of power projects located throughout the United States; and (v) to acquire entity owning approximate 150 MW power facility in New Mexico Represented power producer and operating company in acquisition of hydroelectric company in Arkansas.
- Represented Eurogrid International (joint venture of Belgium transmission entity, Elia and IFM Investors) in connection with its equity interest in Atlantic Wind Connection transmission system.
- Represented entity in joint venture transaction to acquire power companies utilizing Marcellus gas in West Virginia and Pennsylvania.
- Represented Trans-Elect, independent transmission company, in sales of equity interests to various private equity groups.
- Represented private equity fund in joint venture to acquire company owning and operating series of biomass power projects in North Carolina.

### **Telecom, Media, and Related Technology**

- Represented Meriplex Communications, Texas based managed communications company in series of add acquisitions of similar companies located throughout the United States.
- Representing “last mile” fiber company in financing transaction and potential sale.
- Representing private equity fund in acquisition of interest in long haul telecommunications fiber company and joint venture with fiber developer.
- Represented Clairvest, Canadian private equity fund in recapitalization of its interest in Meriplex Communications.
- Represented Meriplex Communications in initial transaction with Clairvest, pursuant to which Clairvest acquired substantial equity interest in Meriplex Communications.
- Represented InCare Technologies, information technology managed services provider in sale to Thrive, provider of Next Gen Managed Services.
- Represented Contact Network, in acquisition of communications fiber and infrastructure business in Alabama, Florida, and Mississippi.
- Represented Telco Experts, New York based voice and data telecommunications provider in sale to Evergreen Services Group.
- Represented iCore Networks, unified communications and cloud provider, in merger with Vonage.

- Represented MISO3, SAAS platform provider, in financing transaction.
- Represented Pingtone Communications, provider of cloud services, in sale to Fusion Telecommunications International.
- Represented Tech Valley Communications (renamed First Light Fiber), Albany based telecommunications provider, in sale to Riverside Partners, private equity fund.
- Represented One Source Communications, Texas based telecom services provider, in equity financing transaction with Abry private equity fund.
- Represented Contact Networks Inc., d/b/a Inline, Alabama and Mississippi based telecom provider, in sale to PEG Bandwidth LLC, affiliate of Associated Partners private equity group.
- Represented El Paso Energy and Genesis private equity fund in sale of Alpheus Communications (fiber company) to Gores private equity group.
- Represented provider of cloud services based in Houston, Texas in transaction with private equity fund.
- Represented Swisscom, Swiss telecommunications provider, in sale of telecom company based in the United States to private equity group.
- Represented company engaged in bandwidth and capacity management in series of equity financings.

## **Other Industries**

- Represented Basalt Infrastructure in acquisition of Fortbrand Services, essential service and transport infrastructure leasing business focused on airport ground support equipment and airport maintenance equipment.
- Represented Potomac Equity Partners (private equity group) in acquisition of Watermark Solutions, a Texas based provider of enterprise resource planning business solutions, technology, and cloud hosting services.
- Represented Potomac Equity Partners in acquisition of Synergy Resources, a provider of enterprise resource planning business solutions, technology and cloud hosting services.
- Represented Linga POS, a point of sale (POS) and payment solutions company in sale to PNC Financial Services.
- Representing private equity fund in acquisition of cyber security company that transacts primarily with Federal government.
- Represented QorPay, a “Fintech” company engaged in business of providing value added and transactional services, in financing transaction.
- Representing private equity group in acquisition of company engaged in business of providing internet security services primarily to government entities.
- Representing private equity fund in acquisition of IT services provider.
- Represented Team Cymru, leading provider of internet intelligence and security services and products to Audax private equity.
- Represented Potomac Equity Partners in acquisition of U.S. Mobile Health.
- Represented Energyware, a Florida based company engaged in business of installation and sale of LED lighting systems in joint venture transaction with private equity fund.

- Represented group of private investors in acquisition of company engaged primarily in contracting with U.S. Navy.
- Represented The Bernstein Companies, Washington, D.C.-based real estate company in three-way joint venture and development transaction with Boston Properties and Marriott regarding the development, construction, ownership and leasing of new world headquarters for Marriott.
- Represented VIINetwork, SaaS based health care IT company in series of equity financings.
- Represented Everseat, health care-based solutions company in series of equity financings.
- Represented technology company, in the business of providing various cloud-based platforms to enhance vendor transactions with customers, in sale of the company to a French based publicly traded entity.
- Represented large privately held Washington, D.C.-based REIT in series of redemption transactions from institutional shareholders.
- Represented European Metal Recycling, large European steel and metal recycler, in acquisition and joint venture transaction in Southwest United States.
- Represented large Italian printing company in acquisition of Silicon Valley based technology company.
- Represented private equity group in acquisition of company engaged in laboratory services business.

## Awards and Recognition

- Selected by his peers for inclusion in *The Best Lawyers in America*® in the field of Energy Law (2023-2024)
- Recognized by *The Legal 500* for his work in the area of mergers & acquisitions

## Affiliations

- From 1985 to 1995, while continuing in private practice, John was an adjunct professor at Georgetown University Law Center, where he taught courses in mergers and acquisitions and related corporate reorganizations.

## Sectors

- [Energy](#)

## Practice Areas

- [Corporate](#)
- [Mergers & Acquisitions](#)
- [Transactions](#)

## Education

- Harvard Law School (J.D., cum laude)
- Lehigh University (B.S., summa cum laude)

## Admissions

- District of Columbia